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UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

FEDERAL TRADE COMMISSION,

Plaintiff,

v.

MICROSOFT CORPORATION and  
ACTIVISION BLIZZARD, INC.,

Defendants.

Case No. 3:22-cv-02880-JSC

**[PROPOSED] ORDER GRANTING  
DEFENDANTS' ADMINISTRATIVE  
MOTION TO SEAL OPPOSITION TO  
PLAINTIFF'S MOTION FOR  
PRELIMINARY INJUNCTION (Civil L.R.  
79-5)**

Date: TBA  
Time: TBA  
Dept.: Courtroom 8—19th Floor  
Judge: Honorable Jacqueline S. Corley

With respect to the information that Defendants Microsoft Corporation and Activision Blizzard (collectively, “Defendants”), Defendants filed an Administrative Motion to File Under Seal Their Opposition to Plaintiff’s Motion for Preliminary Injunction (“Administrative Motion”). Defendants, in accordance with Civil Local Rule 79-5(c)(3), identified “in table format each document or portion thereof that is sought to be sealed,” namely:

| Document   | Portions to Be Filed Under Seal               | Designating Party | Basis for Sealing Request <sup>1</sup>   |
|------------|---|-------------------|--|
| Opposition | Page 1, portions of lines 7-8                 | Microsoft         | This portion contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes, investment decisions, market share analyses, and revenue figures and projections, which could be used to injure Microsoft if made publicly available.  |
| Opposition | Page 1, portion of line 28;<br>Page 2, line 1 | Microsoft         | This portion contains non-public and highly sensitive information including, but not limited to, confidential potential business partnerships, confidential internal decision-making processes, investment decisions, and strategic evaluation of forward-looking opportunities, which could be used to injure Microsoft if made publicly available. |

<sup>1</sup> Legitimate private interests warrant the sealing of the Microsoft and Activision information in this chart, and the unsealing of the information would result in injury to Microsoft and Activision that cannot be avoided through any less restrictive alternative to sealing.

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| 1  | Opposition | Page 2, portion of lines 6-7    | Microsoft | This portion contains non-public and highly sensitive information including, but not limited to, confidential investment decisions, strategic evaluation of forward-looking opportunities, assessment of the competitive landscape, and potential business partnerships, which could be used to injure Microsoft if made publicly available. |
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| 11 | Opposition | Page 3, portion of line 9       | Microsoft | This portion contains non-public and highly sensitive information including, but not limited to, confidential investment decisions, market share analyses, and revenue figures and projections, which could be used to injure Microsoft if made publicly available.  |
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| 18 | Opposition | Page 4, portion of line 25      | Microsoft | This portion contains non-public and highly sensitive information including, but not limited to, confidential revenue figures and projections, and confidential internal presentations containing business strategy, which could be used to injure Microsoft if made publicly available.   |
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| 26 | Opposition | Page 5, portions of lines 7, 10 | Microsoft | This portion contains non-public and highly sensitive information including, but   |
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|            |                                 |                          | not limited to, confidential internal figures and projections, and strategic evaluation of forward-looking opportunities, which could be used to injure Microsoft if made publicly available.   |
| Opposition | Page 6, portions of lines 1-5   | Microsoft and Activision | This portion contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes, investment decisions, strategic evaluation of forward-looking opportunities, market share analyses, assessment of the competitive landscape, and internal figures and projections, which could be used to injure Microsoft and Activision if made publicly available. |
| Opposition | Page 6, portions of lines 16-17 | Activision               | This portion contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes, investment decisions, strategic evaluation of forward-looking opportunities, potential business partnerships, and internal presentations discussing business strategy, which could be used to injure Activision if made   |

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|            |   |           | publicly available.  |
| Opposition | Page 7, portion of line 7,<br>portion of lines 10-13,<br>footnote 5 | Microsoft | This portion contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes, investment decisions, strategic evaluation of forward-looking opportunities, market share analyses, internal figures and projections, and assessment of the competitive landscape, which could be used to injure Microsoft if made publicly available. |
| Opposition | Page 7, portions of lines 17-18                                     | Microsoft | This portion contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes, investment decisions, strategic evaluation of forward-looking opportunities, and market share analyses, which could be used to injure Microsoft if made publicly available.  |
| Opposition | Page 7, portions of lines 25-26; Page 8, portions of lines 1-2      | Microsoft | This portion contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes, investment decisions, strategic evaluation of forward-   |

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|            |  |                          | looking opportunities, assessment of the competitive landscape, and potential business partnerships, which could be used to injure Microsoft if made publicly available.   |
| Opposition | Page 8, portions of lines 4-6                          | Microsoft                | This portion contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes, investment decisions, strategic evaluation of forward-looking opportunities, assessment of the competitive landscape, and potential business partnerships, which could be used to injure Microsoft if made publicly available.                                     |
| Opposition | Page 11, portions of lines 7-11, portion of footnote 7 | Microsoft and Activision | This portion contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes, investment decisions, strategic evaluation of forward-looking opportunities, assessment of the competitive landscape, business partnerships, and business strategy discussions, which could be used to injure Microsoft and Activision if made publicly available. |

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| 1  | Opposition | Page 12, portion of footnote 9              | Microsoft                | This portion contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes, investment decisions, strategic evaluation of forward-looking opportunities, market share analyses, assessment of the competitive landscape, and internal figures and projections, which could be used to injure Microsoft and Activision if made publicly available.                               |
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| 13 | Opposition | Page 13, portions of lines 3-5, footnote 10 | Microsoft and Activision | This portion contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes, investment decisions, strategic evaluation of forward-looking opportunities, market share analyses, assessment of the competitive landscape, business strategy discussions, and revenue figures and projections, which could be used to injure Microsoft and Activision if made publicly available. |
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| 26 | Opposition | Page 14, portions of lines 7-9              | Microsoft                | This portion contains non-public and highly sensitive information including, but not limited to, confidential   |
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|            |                                  |           | internal decision-making processes, investment decisions, and strategic evaluation of forward-looking opportunities, which could be used to injure Microsoft if made publicly available.  |
| Opposition | Page 15, portions of lines 13-16 | Microsoft | This portion contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes, investment decisions, strategic evaluation of forward-looking opportunities, market share analyses, assessment of the competitive landscape, and potential business partnerships, which could be used to injure Microsoft if made publicly available. |
| Opposition | Page 16, portion of line 4       | Microsoft | This portion contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes, investment decisions, strategic evaluation of forward-looking opportunities, and internal presentations discussing business strategy, which could be used to injure Microsoft if made publicly available.   |
| Opposition | Page 17, portions of lines       | Microsoft | This portion contains non-  |



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|            | 14-17  |            | public and highly sensitive information including, but not limited to, confidential internal decision-making processes, investment decisions, strategic evaluation of forward-looking opportunities, and assessment of the competitive landscape, which could be used to injure Microsoft if made publicly available.   |
| Opposition | Page 19, portion of footnote 13                        | Microsoft  | This portion contains non-public and highly sensitive information including, but not limited to, confidential internal revenue figures and projections, which could be used to injure Microsoft if made publicly available.   |
| Opposition | Page 20, portions of lines 12-14, footnote 14          | Activision | This portion contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes, investment decisions, strategic evaluation of forward-looking opportunities, assessment of the competitive landscape, and potential business partnerships, which could be used to injure Activision if made publicly available. |
| Opposition | Page 21, portions of lines 19-21; Page 22, portions of | Activision | This portion contains non-  |

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|            | lines 1-2                        |            | public and highly sensitive information including, but not limited to, confidential internal decision-making processes, investment decisions, strategic evaluation of forward-looking opportunities, assessment of the competitive landscape, and potential business partnerships, which could be used to injure Activision if made publicly available.                      |
| Opposition | Page 22, portions of lines 17-19 | Activision | This portion contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes, investment decisions, strategic evaluation of forward-looking opportunities, assessment of the competitive landscape, and internal business strategy, which could be used to injure Activision if made publicly available. |
| Opposition | Page 23, lines 1-6               | Microsoft  | This portion contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes, investment decisions, strategic evaluation of forward-looking opportunities, market share analyses, and  |

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|                             |                 |            | internal business strategy discussions, which could be used to injure Microsoft if made publicly available.   |
| Opposition, Ex. 2 (RX3166)  | Entire document | Microsoft  | This document contains non-public and highly sensitive information including, but not limited to, confidential internal presentations discussing business strategy, which could be used to injure Microsoft if made publicly available.   |
| Opposition, Ex. 3           | Entire document | Microsoft  | This document contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes, investment decisions, strategic evaluation of forward-looking opportunities, market share analyses, assessment of the competitive landscape, business partnerships, terms of existing confidential agreements, revenue figures and projections, and internal presentations discussing business strategy, which could be used to injure Microsoft if made publicly available. |
| Opposition, Ex. 7 (RX4043 - | Entire document | Activision | This deposition transcript contains non-public and  |

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| Kotick Dep.<br>Tr.)                                     |                 |            | highly sensitive information including, but not limited to, information reflecting internal decision-making processes, strategic evaluation of forward-looking opportunities, market share analyses, assessment of the competitive landscape, business partnerships, terms of existing confidential agreements, revenue figures and projections, and internal presentations discussing business strategy, which could be used to injure Activision if made publicly available. |
| Opposition,<br>Ex. 8<br>(RX4047 -<br>Zerza Dep.<br>Tr.) | Entire document | Activision | This deposition transcript contains non-public and highly sensitive information including, but not limited to, information reflecting internal decision-making processes, strategic evaluation of forward-looking opportunities, market share analyses, assessment of the competitive landscape, business partnerships, terms of existing confidential agreements, revenue figures and projections, and internal presentations discussing business strategy, which             |

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| Opposition, Ex. 9 (RX4013 - Schnaknberg IH Tr.) | Entire document | Activision | This investigational hearing transcript contains non-public and highly sensitive information including, but not limited to, information reflecting internal decision-making processes, strategic evaluation of forward-looking opportunities, market share analyses, assessment of the competitive landscape, business partnerships, terms of existing confidential agreements, revenue figures and projections, and internal presentations discussing business strategy, which could be used to injure Activision if made publicly available. |
| Opposition, Ex. 11 (RX1146)                     | Entire document | Microsoft  | This document contains non-public and highly sensitive information including, but not limited to, confidential assessment of the competitive landscape, which could be used to injure Microsoft if made publicly available.  |
| Opposition, Ex. 12 (RX1251)                     | Entire document | Microsoft  | This document contains non-public and highly sensitive information including, but not limited  |

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|                                   |                 |            | to, confidential assessment of the competitive landscape, which could be used to injure Microsoft if made publicly available.  |
| Opposition, Ex. 15 (RX1038)       | Entire document | Activision | This document contains non-public and highly sensitive information including, but not limited to, confidential information reflecting internal decision-making processes, strategic evaluation of forward-looking opportunities, and business partnerships, which could be used to injure Activision if made publicly available. |
| Opposition, Ex. 24 (RX1060)       | Entire document | Microsoft  | This document contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes and investment decisions, which could be used to injure Microsoft if made publicly available.  |
| Opposition Ex. 25 (RX1233, TX305) | Entire document | Microsoft  | This document contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes and assessment of the competitive landscape, which could be used to injure Microsoft if made   |

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|  |                 |           | publicly available.  |
| Opposition,<br>Ex. 27<br>(RX4039 -<br>Nadella Dep.<br>Tr.) | Entire document | Microsoft | This deposition transcript contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes, investment decisions, strategic evaluation of forward-looking opportunities, market share analyses, assessment of the competitive landscape, business partnerships, terms of existing confidential agreements, revenue figures and projections, and internal presentations discussing business strategy, which could be used to injure Microsoft if made publicly available. |
| Opposition,<br>Ex. 28<br>(RX4017 –<br>Hampton Dep.<br>Tr.) | Entire document | Microsoft | This deposition transcript contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes, investment decisions, strategic evaluation of forward-looking opportunities, market share analyses, assessment of the competitive landscape, business partnerships, terms of existing confidential agreements,   |

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| Opposition,<br>Ex. 29<br>(RX1141)                         | Entire document | Microsoft | This document contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes and investment decisions, which could be used to injure Microsoft if made publicly available.  |
| Opposition,<br>Ex. 30<br>(RX1144)                         | Entire document | Microsoft | This document contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes and investment decisions, which could be used to injure Microsoft if made publicly available.  |
| Opposition,<br>Ex. 31<br>(RX4002 –<br>Choudhry IH<br>Tr.) | Entire document | Microsoft | This investigational hearing transcript contains non-public and highly sensitive information including, but not limited to, information reflecting internal decision-making processes, strategic evaluation of forward-looking opportunities, market share analyses, assessment of the |



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|   |                 |           | competitive landscape, business partnerships, terms of existing confidential agreements, revenue figures and projections, and internal presentations discussing business strategy, which could be used to injure Activision if made publicly available.  |
| Opposition, Ex. 32 (RX4038 – Gluckstein Dep. Tr.)   | Entire document | Microsoft | This deposition transcript contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes, investment decisions, strategic evaluation of forward-looking opportunities, market share analyses, assessment of the competitive landscape, business partnerships, terms of existing confidential agreements, revenue figures and projections, and internal presentations discussing business strategy, which could be used to injure Microsoft if made publicly available. |
| Opposition, Ex. 33 (RX4000 – P. Spencer Tr. Vol. I) | Entire document | Microsoft | This deposition transcript contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making   |

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|  |                 |           | processes, investment decisions, strategic evaluation of forward-looking opportunities, market share analyses, assessment of the competitive landscape, business partnerships, terms of existing confidential agreements, revenue figures and projections, and internal presentations discussing business strategy, which could be used to injure Microsoft if made publicly available.  |
| Opposition,<br>Ex. 34<br>(RX4019 – T.<br>Stuart Tr.) | Entire document | Microsoft | This deposition transcript contains non-public and highly sensitive information including, but not limited to, confidential internal decision-making processes, investment decisions, strategic evaluation of forward-looking opportunities, market share analyses, assessment of the competitive landscape, business partnerships, terms of existing confidential agreements, revenue figures and projections, and internal presentations discussing business strategy, which could be used to injure Microsoft if made publicly available. |

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| 1<br>2<br>3<br>4<br>5<br>6<br>7        | Opposition,<br>Ex. 37<br>(RX1212) | Entire document | Microsoft | This document contains non-public and highly sensitive information including, but not limited to, terms of existing confidential agreements, which could be used to injure Microsoft if made publicly available. |
| 8<br>9<br>10<br>11<br>12<br>13         | Opposition,<br>Ex. 38<br>(RX3019) | Entire document | Microsoft | This document contains non-public and highly sensitive information including, but not limited to, terms of existing confidential agreements, which could be used to injure Microsoft if made publicly available. |
| 14<br>15<br>16<br>17<br>18<br>19       | Opposition,<br>Ex. 39<br>(RX1221) | Entire document | Microsoft | This document contains non-public and highly sensitive information including, but not limited to, terms of existing confidential agreements, which could be used to injure Microsoft if made publicly available. |
| 20<br>21<br>22<br>23<br>24<br>25<br>26 | Opposition,<br>Ex. 40<br>(RX1238) | Entire document | Microsoft | This document contains non-public and highly sensitive information including, but not limited to, terms of existing confidential agreements, which could be used to injure Microsoft if made publicly available. |
| 27<br>28                               | Opposition,<br>Ex. 41             | Entire document | Microsoft | This document contains non-public and highly   |

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| (RX1211)  |                 |           | sensitive information including, but not limited to, terms of existing confidential agreements, which could be used to injure Microsoft if made publicly available.  |
| Opposition, Ex. 42 (RX1213)                         | Entire document | Microsoft | This document contains non-public and highly sensitive information including, but not limited to, terms of existing confidential agreements, which could be used to injure Microsoft if made publicly available. |
| Opposition, Ex. 43 (RX1245)                         | Entire document | Microsoft | This document contains non-public and highly sensitive information including, but not limited to, terms of existing confidential agreements, which could be used to injure Microsoft if made publicly available. |
| Opposition, Ex. 44 (RX1222)                         | Entire document | Microsoft | This document contains non-public and highly sensitive information including, but not limited to, terms of existing confidential agreements, which could be used to injure Microsoft if made publicly available. |
| Opposition, Ex. 53 (RX4000, RX4001, Spencer IH Tr.) | Entire document | Microsoft | This investigational hearing transcript contains non-public and highly sensitive information   |

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| Opposition,<br>Ex. 54<br>(RX1044) | Entire document | Activision | This document contains non-public and highly sensitive information including, but not limited to, information reflecting internal decision-making processes, strategic evaluation of forward-looking opportunities, assessment of the competitive landscape, business partnerships, and revenue figures and projections, which could be used to injure Activision if made publicly available.  |
| Opposition,<br>Ex. 55<br>(RX3095) | Entire document | Activision | This document contains non-public and highly sensitive information including, but not limited  |

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|  |                 |           | to, information reflecting internal decision-making processes, strategic evaluation of forward-looking opportunities, assessment of the competitive landscape, business partnerships, and revenue figures and projections, which could be used to injure Activision if made publicly available.   |
| Opposition,<br>Ex. 58<br>(Carlton Rep.)                  | Entire document | Microsoft | This document contains non-public and highly sensitive information including, but not limited to, information reflecting internal decision-making processes, strategic evaluation of forward-looking opportunities, market share analyses, assessment of the competitive landscape, business partnerships, terms of existing confidential agreements, revenue figures and projections, and internal presentations discussing business strategy, which could be used to injure Microsoft if made publicly available. |
| Opposition,<br>Ex. 60<br>(RX4027 –<br>Booty Dep.<br>Tr.) | Entire document | Microsoft | This deposition transcript contains non-public and highly sensitive information including, but not limited to, information  |

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|   |                 |           | reflecting internal decision-making processes, strategic evaluation of forward-looking opportunities, market share analyses, assessment of the competitive landscape, business partnerships, terms of existing confidential agreements, revenue figures and projections, and internal presentations discussing business strategy, which could be used to injure Microsoft if made publicly available.   |
| Opposition, Ex. 68 (RX4034 – Lawyer Dep. Tr.) | Entire document | Microsoft | This deposition transcript contains non-public and highly sensitive information including, but not limited to, information reflecting internal decision-making processes, strategic evaluation of forward-looking opportunities, market share analyses, assessment of the competitive landscape, business partnerships, terms of existing confidential agreements, revenue figures and projections, and internal presentations discussing business strategy, which could be used to injure Microsoft if made publicly |

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| Opposition,<br>Ex. 69<br>(RX4045 –<br>Schnakenberg<br>Dep. Tr.) | Entire document | Activision | This deposition transcript contains non-public and highly sensitive information including, but not limited to, information reflecting internal decision-making processes, strategic evaluation of forward-looking opportunities, market share analyses, assessment of the competitive landscape, business partnerships, terms of existing confidential agreements, revenue figures and projections, and internal presentations discussing business strategy, which could be used to injure Activision if made publicly available. |
| Opposition,<br>Ex. 70<br>(RX1196)                               | Entire document | Microsoft  | This document contains non-public and highly sensitive information including, but not limited to, confidential information reflecting internal decision-making processes, investment decisions, and strategic evaluation of forward-looking opportunities, which could be used to injure Microsoft if made publicly available.  |



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| 1<br>2<br>3<br>4<br>5<br>6<br>7<br>8<br>9<br>10<br>11<br>12<br>13<br>14<br>15<br>16 | Opposition,<br>Ex. 71<br>(Choudhry<br>Dep. Tr.) | Entire document | Microsoft  | This deposition transcript contains non-public and highly sensitive information including, but not limited to, information reflecting internal decision-making processes, strategic evaluation of forward-looking opportunities, market share analyses, assessment of the competitive landscape, business partnerships, terms of existing confidential agreements, revenue figures and projections, and internal presentations discussing business strategy, which could be used to injure Microsoft if made publicly available. |
| 17<br>18<br>19<br>20<br>21<br>22<br>23<br>24<br>25<br>26<br>27<br>28                | Opposition,<br>Ex. 72 (Zerza<br>IH Tr.)         | Entire document | Activision | This investigational hearing transcript contains non-public and highly sensitive information including, but not limited to, information reflecting internal decision-making processes, strategic evaluation of forward-looking opportunities, market share analyses, assessment of the competitive landscape, business partnerships, terms of existing confidential agreements, revenue figures and  |

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|  |  |  | projections, and internal presentations discussing business strategy, which could be used to injure Activision if made publicly available. |
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Having considered Defendants' Administrative Motion, and with good cause appearing therefore:

IT IS HEREBY ORDERED that the Administrative Motion is:

☐ GRANTED IN ITS ENTIRETY. The unredacted version of Defendants' Opposition shall remain under seal.

☐ DENIED IN ITS ENTIRETY. Defendants shall file a complete unredacted version of the Opposition within 7 days of entry of this Order.

☐ GRANTED/DENIED IN PART. Defendants shall file a revised redacted version of the Opposition, redacting only the information contained in the following specified paragraphs within 7 days of entry of this Order.

IT IS SO ORDERED.

DATED: \_\_\_\_\_, 2023

\_\_\_\_\_  
Honorable Jacqueline S. Corley  
United States District Judge